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*Proposed Co-Counsel to the Official
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:

RTW RETAILWINDS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-18445 (JKS)

(Jointly Administered)

¹ The Debtors in these cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors' principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

**SUPPLEMENTAL DECLARATION OF CONOR P. TULLY IN SUPPORT OF THE
APPLICATION PURSUANT TO FED. R. BANKR. P. FOR AN ORDER UNDER
SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE AUTHORIZING
EMPLOYMENT AND RETENTION OF FTI CONSULTING, INC. AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to 28 USC §1746, Conor P. Tully declares as follows :

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), an international consulting firm. I submit this supplemental declaration on behalf of FTI (the “Supplemental Declaration”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of RTW Retailwinds, Inc., the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for an order authorizing the employment and retention of FTI as financial advisor under the terms and conditions set forth in the Application. Except as otherwise noted,² I have personal knowledge of the matters set forth herein.

2. FTI is a global business advisory firm with over 5,800 employees and operations spanning 27 countries on 6 continents. FTI Consulting, Inc., the parent company, is a public corporation whose common stock is listed on the New York Stock Exchange and is traded under the symbol “FCN”. FTI provides its business advisory services through numerous wholly-owned subsidiaries of FTI Consulting, Inc., as set forth on Exhibit 21.1 to FTI Consulting, Inc.’s most recent 10-K for the fiscal year ended December 31, 2019, filed with the United States Securities and Exchange Commission on February 25, 2020, a copy of which is available here: <http://ir.fticonsulting.com/node/19901/html>

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

3. As set forth in the Application and my original declaration in support thereof (the “Original Declaration”), in connection with the preparation of the Original Declaration, FTI conducted a review of its contacts with, among other parties, the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. To clarify, such review, and the disclosures set forth on Schedule 2 of the Original Declaration resulting therefrom, comprehensively encompass connections (if any) between the parties listed on Schedule 1 to the Original Declaration and all relevant subsidiaries of FTI Consulting, Inc. that are providing, or may provide, services to the Committee.

4. As noted in the Original Declaration, based on the results of this comprehensive review, FTI (a) does not have a relationship with any of the parties on Schedule 1 to the Original Declaration in matters related to the Debtors’ cases; and (b) has provided and could reasonably expect to continue to provide services unrelated to the Debtors’ cases for the various entities shown on Schedule 2 to the Original Declaration. FTI further supplements the disclosures set forth on Schedule 2 to the Original Declaration by identifying those relationship parties to whom FTI currently is providing services, versus those to whom FTI provided services in past engagements. A revised version of Schedule 2 to the Original Declaration, marking current engagement parties with an asterisk (*), is attached hereto as Exhibit 1.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 3rd day of September, 2020

/s/ Conor P. Tully
Conor P. Tully

EXHIBIT 1

Listing of Parties-in-Interest Noted for Court Disclosure

Relationships in Matters Related to These Proceedings

None

Relationships in Unrelated Matters (current engagements marked with (*))

Debtors' Professionals

Berkeley Research Group, LLC
Cole Schotz P.C.*

20 Largest Unsecured Creditors

Facebook, Inc.*

**Official Creditors' Committee Members
and Proposed Professionals**

Simon Property Group, Inc.*
Brookfield Properties Retail, Inc.*
Kelley Drye & Warren LLP*
Pachulski Stang Ziehl & Jones LLP*

**Insurance Carriers, Insurance Service
Providers and Other Employee Benefits**

AIG*
Allianz*
Great American
Liberty Insurance
Lloyds*
St. Paul Fire & Marine Insurance Company*
Tokio Marine*
XL*
Zurich*

Landlords

Brookfield*
Brookfield Properties*
CBRE Inc.*
DDR Corp.
Duke*
FEIL
Horizon Group*
JLL*
Jones Lang LaSalle*
Macerich

Simon Property Group*

Taubman

Thor Equities*

Urban Edge Properties*

Vornado*

Washington Prime*

Weingarten Realty Investors

Secured Creditors

Wells Fargo Bank, National Association*

Utilities

Ameren Missouri
American Electric Power*
Atmos Energy*
Columbus Water Works*
Con Edison*
Constellation NewEnergy*
Duke Energy Progress*
Duke Energy*
El Paso Water Utilities*
Eversource Energy
Eversource Energy
Florida Power & Light Company (FPL)*
Georgia Power
Lakeland Electric/City of Lakeland, FL*
Liberty Utilities - Empire District*
Miami-Dade Water and Sewer Dept*
NV Energy/30150 South Nevada
Pacific Gas & Electric*
PEPCO (Potomac Electric Power Company)
Piedmont Natural Gas*
Southern California Edison*
UGI Utilities Inc*
Washington Gas/37747*
Xcel Energy*